

ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)



May 10, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO.

25450-6
FILED

MAY 10 '05 12-16 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 8, dated as of May 5, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 1 previously filed with the Board under Recordation Number 25450.

The name and address of the party to the enclosed document are:

Lessor: General Electric Railcar Services Corporation
161 North Clark Street, 7th Floor
Chicago, Illinois 60601

Lessee: NRG Power Marketing Inc.
211 Carnegie Center
Princeton, NJ 08540

A description of the railroad equipment covered by the enclosed document is:

120 GRL Coal Gondola railcars: PNJX 50840 – PNJX 50959

Mr. Vernon A. Williams
May 10, 2005
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Railroad Car Full Service Master Leasing Agreement
and Rider No. 8.

Also enclosed is a check in the amount of \$32.00 payable to the order
of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

ALVORD AND ALVORD
ATTORNEYS AT LAW
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

May 10, 2005



RECORDATION NO. 25450-5 FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

MAY 10 '05 12-16 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 8, dated as of May 5, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 1 previously filed with the Board under Recordation Number 25450.

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Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF
RAILROAD CAR FULL SERVICE MASTER LEASING AGREEMENT
AND RIDER NO. 8

This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 8 is made and entered by and between General Electric Railcar Services Corporation (hereinafter referred to as "Lessor") and NRG Power Marketing Inc. (hereinafter referred to as "Lessee"), respecting that certain Railroad Car Full Service Master Leasing Agreement, dated as of February 18, 2005, between Lessor and Lessee (as supplemented, the "Master Lease") and that certain Rider No. 8, dated as of May 5, 2005, between Lessor and Lessee (the "Rider").

Pursuant to the provisions of the Master Lease and the Rider, Lessor and Lessee hereby affirm and acknowledge that:

1. For good and valuable consideration, Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms of the Master Lease and Rider.

2. Lessor and Lessee further acknowledge and affirm that this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 8, is not a summary of the Master Lease and the Rider nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 8 and the provisions of the Master Lease and the Rider, the provisions of the Master Lease and the Rider shall control.

3. This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 8, is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and with the Register General of Canada pursuant to Section 105 of the Canada Transportation Act (Canada).

[signature page follows]

RECORDATION NO. _____ FILED

MAY 10 '05 12-16 PM

SURFACE TRANSPORTATION BOARD



IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 8, to be duly executed in its corporate or limited partnership name by its officers or partners, thereunto duly authorized, all as of May 5, 2005.

LESSOR:

LESSEE:

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

NRG POWER MARKETING INC.

By: 

Name: James N. Muday

Title: Vice President

By: 

Erschel C. Redd Jr.

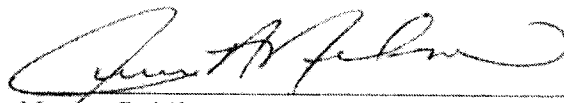
Name: ~~Chairman, President and CEO~~

NRG Power Marketing Inc.

Title:

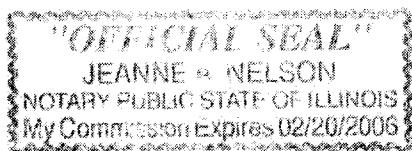
STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 9th day of May 2005, before me personally appeared James N. Muday to me personally known, who being duly sworn, stated that he/she is Vice President of General Electric Railcar Services Corporation, that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

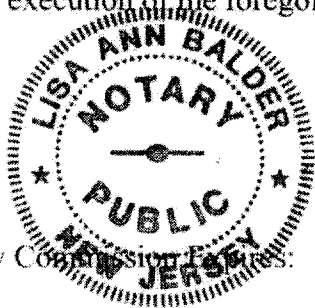
My Commission Expires:



STATE OF NEW JERSEY)
)
COUNTY OF MERCER)

SS:

On this 5th day of May, 2005, before me personally appeared Ershel C. Redd, Jr. to me personally known, who being duly sworn, stated that he is Chairman, President and CEO of NRG Power Marketing Inc., that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Lisa A. Balder
Notary Public

EXHIBIT A

Unit Count	AAR Reporting Mark		Car Type	Manufacturer
1	PNJX	50840	Aluminum Bethgon II Coal Car	Johnstown America
2	PNJX	50841	Aluminum Bethgon II Coal Car	Johnstown America
3	PNJX	50842	Aluminum Bethgon II Coal Car	Johnstown America
4	PNJX	50843	Aluminum Bethgon II Coal Car	Johnstown America
5	PNJX	50844	Aluminum Bethgon II Coal Car	Johnstown America
6	PNJX	50845	Aluminum Bethgon II Coal Car	Johnstown America
7	PNJX	50846	Aluminum Bethgon II Coal Car	Johnstown America
8	PNJX	50847	Aluminum Bethgon II Coal Car	Johnstown America
9	PNJX	50848	Aluminum Bethgon II Coal Car	Johnstown America
10	PNJX	50849	Aluminum Bethgon II Coal Car	Johnstown America
11	PNJX	50850	Aluminum Bethgon II Coal Car	Johnstown America
12	PNJX	50851	Aluminum Bethgon II Coal Car	Johnstown America
13	PNJX	50852	Aluminum Bethgon II Coal Car	Johnstown America
14	PNJX	50853	Aluminum Bethgon II Coal Car	Johnstown America
15	PNJX	50854	Aluminum Bethgon II Coal Car	Johnstown America
16	PNJX	50855	Aluminum Bethgon II Coal Car	Johnstown America
17	PNJX	50856	Aluminum Bethgon II Coal Car	Johnstown America
18	PNJX	50857	Aluminum Bethgon II Coal Car	Johnstown America
19	PNJX	50858	Aluminum Bethgon II Coal Car	Johnstown America
20	PNJX	50859	Aluminum Bethgon II Coal Car	Johnstown America
21	PNJX	50860	Aluminum Bethgon II Coal Car	Johnstown America
22	PNJX	50861	Aluminum Bethgon II Coal Car	Johnstown America
23	PNJX	50862	Aluminum Bethgon II Coal Car	Johnstown America
24	PNJX	50863	Aluminum Bethgon II Coal Car	Johnstown America
25	PNJX	50864	Aluminum Bethgon II Coal Car	Johnstown America
26	PNJX	50865	Aluminum Bethgon II Coal Car	Johnstown America
27	PNJX	50866	Aluminum Bethgon II Coal Car	Johnstown America
28	PNJX	50867	Aluminum Bethgon II Coal Car	Johnstown America
29	PNJX	50868	Aluminum Bethgon II Coal Car	Johnstown America
30	PNJX	50869	Aluminum Bethgon II Coal Car	Johnstown America
31	PNJX	50870	Aluminum Bethgon II Coal Car	Johnstown America
32	PNJX	50871	Aluminum Bethgon II Coal Car	Johnstown America
33	PNJX	50872	Aluminum Bethgon II Coal Car	Johnstown America
34	PNJX	50873	Aluminum Bethgon II Coal Car	Johnstown America
35	PNJX	50874	Aluminum Bethgon II Coal Car	Johnstown America
36	PNJX	50875	Aluminum Bethgon II Coal Car	Johnstown America
37	PNJX	50876	Aluminum Bethgon II Coal Car	Johnstown America
38	PNJX	50877	Aluminum Bethgon II Coal Car	Johnstown America
39	PNJX	50878	Aluminum Bethgon II Coal Car	Johnstown America
40	PNJX	50879	Aluminum Bethgon II Coal Car	Johnstown America
41	PNJX	50880	Aluminum Bethgon II Coal Car	Johnstown America
42	PNJX	50881	Aluminum Bethgon II Coal Car	Johnstown America
43	PNJX	50882	Aluminum Bethgon II Coal Car	Johnstown America
44	PNJX	50883	Aluminum Bethgon II Coal Car	Johnstown America
45	PNJX	50884	Aluminum Bethgon II Coal Car	Johnstown America
46	PNJX	50885	Aluminum Bethgon II Coal Car	Johnstown America
47	PNJX	50886	Aluminum Bethgon II Coal Car	Johnstown America
48	PNJX	50887	Aluminum Bethgon II Coal Car	Johnstown America
49	PNJX	50888	Aluminum Bethgon II Coal Car	Johnstown America
50	PNJX	50889	Aluminum Bethgon II Coal Car	Johnstown America

Unit Count	AAR Reporting Mark		Car Type	Manufacturer
51	PNJX	50890	Aluminum Bethgon II Coal Car	Johnstown America
52	PNJX	50891	Aluminum Bethgon II Coal Car	Johnstown America
53	PNJX	50892	Aluminum Bethgon II Coal Car	Johnstown America
54	PNJX	50893	Aluminum Bethgon II Coal Car	Johnstown America
55	PNJX	50894	Aluminum Bethgon II Coal Car	Johnstown America
56	PNJX	50895	Aluminum Bethgon II Coal Car	Johnstown America
57	PNJX	50896	Aluminum Bethgon II Coal Car	Johnstown America
58	PNJX	50897	Aluminum Bethgon II Coal Car	Johnstown America
59	PNJX	50898	Aluminum Bethgon II Coal Car	Johnstown America
60	PNJX	50899	Aluminum Bethgon II Coal Car	Johnstown America
61	PNJX	50900	Aluminum Bethgon II Coal Car	Johnstown America
62	PNJX	50901	Aluminum Bethgon II Coal Car	Johnstown America
63	PNJX	50902	Aluminum Bethgon II Coal Car	Johnstown America
64	PNJX	50903	Aluminum Bethgon II Coal Car	Johnstown America
65	PNJX	50904	Aluminum Bethgon II Coal Car	Johnstown America
66	PNJX	50905	Aluminum Bethgon II Coal Car	Johnstown America
67	PNJX	50906	Aluminum Bethgon II Coal Car	Johnstown America
68	PNJX	50907	Aluminum Bethgon II Coal Car	Johnstown America
69	PNJX	50908	Aluminum Bethgon II Coal Car	Johnstown America
70	PNJX	50909	Aluminum Bethgon II Coal Car	Johnstown America
71	PNJX	50910	Aluminum Bethgon II Coal Car	Johnstown America
72	PNJX	50911	Aluminum Bethgon II Coal Car	Johnstown America
73	PNJX	50912	Aluminum Bethgon II Coal Car	Johnstown America
74	PNJX	50913	Aluminum Bethgon II Coal Car	Johnstown America
75	PNJX	50914	Aluminum Bethgon II Coal Car	Johnstown America
76	PNJX	50915	Aluminum Bethgon II Coal Car	Johnstown America
77	PNJX	50916	Aluminum Bethgon II Coal Car	Johnstown America
78	PNJX	50917	Aluminum Bethgon II Coal Car	Johnstown America
79	PNJX	50918	Aluminum Bethgon II Coal Car	Johnstown America
80	PNJX	50919	Aluminum Bethgon II Coal Car	Johnstown America
81	PNJX	50920	Aluminum Bethgon II Coal Car	Johnstown America
82	PNJX	50921	Aluminum Bethgon II Coal Car	Johnstown America
83	PNJX	50922	Aluminum Bethgon II Coal Car	Johnstown America
84	PNJX	50923	Aluminum Bethgon II Coal Car	Johnstown America
85	PNJX	50924	Aluminum Bethgon II Coal Car	Johnstown America
86	PNJX	50925	Aluminum Bethgon II Coal Car	Johnstown America
87	PNJX	50926	Aluminum Bethgon II Coal Car	Johnstown America
88	PNJX	50927	Aluminum Bethgon II Coal Car	Johnstown America
89	PNJX	50928	Aluminum Bethgon II Coal Car	Johnstown America
90	PNJX	50929	Aluminum Bethgon II Coal Car	Johnstown America
91	PNJX	50930	Aluminum Bethgon II Coal Car	Johnstown America
92	PNJX	50931	Aluminum Bethgon II Coal Car	Johnstown America
93	PNJX	50932	Aluminum Bethgon II Coal Car	Johnstown America
94	PNJX	50933	Aluminum Bethgon II Coal Car	Johnstown America
95	PNJX	50934	Aluminum Bethgon II Coal Car	Johnstown America
96	PNJX	50935	Aluminum Bethgon II Coal Car	Johnstown America
97	PNJX	50936	Aluminum Bethgon II Coal Car	Johnstown America
98	PNJX	50937	Aluminum Bethgon II Coal Car	Johnstown America
99	PNJX	50938	Aluminum Bethgon II Coal Car	Johnstown America
100	PNJX	50939	Aluminum Bethgon II Coal Car	Johnstown America

Unit Count	AAR Reporting Mark		Car Type	Manufacturer
101	PNJX	50940	Aluminum Bethgon II Coal Car	Johnstown America
102	PNJX	50941	Aluminum Bethgon II Coal Car	Johnstown America
103	PNJX	50942	Aluminum Bethgon II Coal Car	Johnstown America
104	PNJX	50943	Aluminum Bethgon II Coal Car	Johnstown America
105	PNJX	50944	Aluminum Bethgon II Coal Car	Johnstown America
106	PNJX	50945	Aluminum Bethgon II Coal Car	Johnstown America
107	PNJX	50946	Aluminum Bethgon II Coal Car	Johnstown America
108	PNJX	50947	Aluminum Bethgon II Coal Car	Johnstown America
109	PNJX	50948	Aluminum Bethgon II Coal Car	Johnstown America
110	PNJX	50949	Aluminum Bethgon II Coal Car	Johnstown America
111	PNJX	50950	Aluminum Bethgon II Coal Car	Johnstown America
112	PNJX	50951	Aluminum Bethgon II Coal Car	Johnstown America
113	PNJX	50952	Aluminum Bethgon II Coal Car	Johnstown America
114	PNJX	50953	Aluminum Bethgon II Coal Car	Johnstown America
115	PNJX	50954	Aluminum Bethgon II Coal Car	Johnstown America
116	PNJX	50955	Aluminum Bethgon II Coal Car	Johnstown America
117	PNJX	50956	Aluminum Bethgon II Coal Car	Johnstown America
118	PNJX	50957	Aluminum Bethgon II Coal Car	Johnstown America
119	PNJX	50958	Aluminum Bethgon II Coal Car	Johnstown America
120	PNJX	50959	Aluminum Bethgon II Coal Car	Johnstown America

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 5/10/05



Robert W. Alvord